

HEARING DATE: JANUARY 29, 2013 AT 10:00 A.M. EST
OBJECTION DEADLINE: JANUARY 4, 2013 AT 4:00 P.M. EST

**QUINN EMANUEL URQUHART
& SULLIVAN, LLP**

Daniel L. Brockett
Susheel Kirpalani
Jennifer Barrett
Maria Ginzburg
Scott C. Shelley
51 Madison Avenue, 22nd Floor
New York, New York 10010
Telephone: (212) 849-7000
Facsimile: (212) 849-7100

**QUINN EMANUEL URQUHART
& SULLIVAN, LLP**

Eric D. Winston (admitted *pro hac vice*)
Jeremy D. Andersen (admitted *pro hac vice*)
865 South Figueroa Street
Los Angeles, California 90017
Telephone: (213) 443-3000
Facsimile: (213) 443-3100

Counsel for

*AIG Asset Management (U.S.), LLC. et al.,
Allstate Insurance Company, et al.,
Massachusetts Mutual Life Insurance Company, and
Prudential Insurance Company of America, et al.*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:)	
)	Case No. 12-12020 (MG)
RESIDENTIAL CAPITAL, LLC, <u>et al.</u> ,)	
)	Chapter 11
)	
Debtors.)	Jointly Administered
)	
)	

**NOTICE OF HEARING IN RESPECT OF MOTION OF AIG ASSET MANAGEMENT
(U.S.), LLC, THE ALLSTATE ENTITIES, MASSACHUSETTS MUTUAL LIFE
INSURANCE COMPANY, AND THE PRUDENTIAL ENTITIES FOR AN ORDER
UNDER BANKRUPTCY RULE 3013 CLASSIFYING RMBS FRAUD CLAIMS IN THE
SAME CLASS AS THE SECURITIZATION TRUSTS' CLAIMS FOR
PURPOSES OF ANY CHAPTER 11 PLAN FOR THE DEBTORS**

PLEASE TAKE NOTICE that, on November 27, 2012, AIG Asset Management (U.S.), LLC and affiliated entities (collectively, "AIG"), Allstate Insurance Company and affiliated entities (collectively, "Allstate"), Massachusetts Mutual Life Insurance Company ("Mass Mutual"), and Prudential Insurance Company of America and affiliated entities (collectively,

“Prudential,” and, with AIG, Allstate, and Mass Mutual, the “Investors”), holders of general unsecured claims against Residential Capital, LLC and its debtor-subidiaries (“the Debtors”), by and through their undersigned counsel, filed a motion (the “Motion”)¹ seeking the entry of an order pursuant to section 1122 of Title 11, United States Code (the “Bankruptcy Code”) and Rule 3013 of the Federal Rules of Bankruptcy Procedure (“Bankruptcy Rules”) determining that, for purposes of any chapter 11 plan concerning the Debtors, (i) the Misrepresentation Claims (as defined below) and the R&W Claims (as defined below) should be classified together, and (ii) the Misrepresentation Claims cannot be classified in a class of claims that are subject to Bankruptcy Code section 510(b).

PLEASE TAKE FURTHER NOTICE that a hearing will be held on the Motion before the Honorable Martin Glenn, United States Bankruptcy Judge, at the United States Bankruptcy Court for the Southern District of New York, Courtroom 501, One Bowling Green, New York, New York 10004 (the "Bankruptcy Court") on **January 29, 2013 at 10:00 a.m.** (prevailing Eastern time), or as soon thereafter as counsel may be heard.

PLEASE TAKE FURTHER NOTICE that objections, if any, to the Motion and the relief requested therein must be made in writing, filed with the Bankruptcy Court (with a copy to Chambers) in accordance with the Order Under Bankruptcy Code Sections 102(1), *105(a)*, and *105(d)*, Bankruptcy Rules 1015(c), 2002(m), and 9007, and Local Bankruptcy Rule 2002-2 Establishing Certain Notice, Case Management and Administrative Procedures entered by this Court on May 23, 2012 (Doc. 141) (the "Case Management Order"), and served on the Special Service List and General Service List as those terms are defined in the Case Management Order, so as to be received no later than **January 4, 2013 at 4:00 p.m. (prevailing Eastern time).**

¹ Capitalized terms used herein and not otherwise defined herein shall have the meanings set forth in the Motion.

PLEASE TAKE FURTHER NOTICE that the relief requested in the Motion may be granted without a hearing if no objection is timely filed and served as set forth above and in accordance with the Case Management Order.

Dated: November 27, 2012
New York, New York

**QUINN EMANUEL URQUHART &
SULLIVAN, LLP**

/s/ Susheel Kirpalani

Daniel L. Brockett
Susheel Kirpalani
Jennifer Barrett
Maria Ginzburg
Scott C. Shelley

51 Madison Avenue, 22nd Floor
New York, New York 10010
Telephone: (212) 849-7000
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al., Massachusetts Mutual Life Insurance
Company, and Prudential Insurance Company
of America, et al.*